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OF COUNSEL  
URBAN A. LESTER

18959-D

JUN 2 1995 11AM

June 2, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated ~~May~~ June 25, 1995, a secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, which was duly filed under Recordation Number 18959.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Credit Corporation  
50 Kennedy Plaza, 5th Floor  
Providence, Rhode Island 02903

Lessee: Minnesota Corn Processors  
400 West Main Street  
Marshall, Minnesota 56258

A description of the railroad equipment covered by the enclosed documents is:

Thirty (30) hopper cars bearing DMIX reporting marks and road numbers 5036 through 5065, inclusive.

Counterparts - Betty G. Gorman

Mr. Vernon A. Williams  
June 2, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

6/2/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 6/2/95 at 11:40AM , and  
assigned recordation number(s). 18959-D.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100642032)

\$21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

18959-D  
JUN 2 1995 11:21 AM

Filed and Recorded with the  
Interstate Commerce Commission on \_\_\_\_\_ at \_\_\_\_\_  
and given  
Recordation No. \_\_\_\_\_

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 22, 1994 by and between Fleet Credit Corporation, a Rhode Island Corporation ("Lessor") and Minnesota Corn Processors, a Minnesota Corporation ("Lessee"), as such agreement relates to Lease Schedule No. 06 thereof (together, the "Lease").

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, thirty (30) New Trinity Industries, Inc. Hopper Railcars Moving on Own Wheels bearing the Serial Numbers and Railroad Reporting Markings set forth on Schedule A attached hereto.
2. The Lease shall be effective as of the date set forth below and shall be subject to the Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: x June 1, 1995

Lessor:  
FLEET CREDIT CORPORATION  
By: Deborah M. Hayes  
Name: DEBORAH M. HAYES  
Title: Vice President

Lessee:  
MINNESOTA CORN PROCESSORS  
By: x Richard Jurgensen  
Name: x Richard Jurgensen  
Title: x President

STATE OF: x Minnesota

SS.

COUNTY OF: x Murray

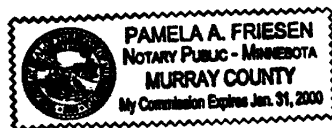
On x May 30, 1995 before me, x Pamela A. Friesen  
(Notary Name and Title)

personally appeared x Richard Jorgensen personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: x Pamela A. Friesen

(Notarial Seal)



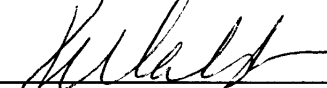
STATE OF: Rhode Island  
COUNTY OF: Providence

SS.

On June 1, 1995 before me, Kathleen E. Walsh, SrCA I  
(Notary Name and Title)

personally appeared Deborah M. Hayes personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

(Notarial Seal)

# SCHEDULE "A"

This Schedule A is attached to and made a part of Lease Schedule No. 31818-06 dated May 25, 1995 to Master Equipment Lease Agreement dated August 22, 1994, between Fleet Credit Corporation, as Lessor, and Minnesota Corn Processors, as Lessee.

DEPRECIABLE LIFE OF EQUIPMENT: 7 Years

EQUIPMENT DESCRIPTION: (30) New Trinity Industries, Inc. Hopper Cars Moving on own Wheels.  
Loc. No. 1

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
741459	DMIX5040
741474	DMIX5055
741475	DMIX5056
741476	DMIX5057
741477	DMIX5058
741455	DMIX5036
741456	DMIX5037
741457	DMIX5038
741458	DMIX5039
741464	DMIX5045
741469	DMIX5050
741470	DMIX5051
741471	DMIX5052
741478	DMIX5059
741479	DMIX5060
741463	DMIX5044
741472	DMIX5053
743899	DMIX5064
743897	DMIX5062
743898	DMIX5063
741450	DMIX5041
741461	DMIX5042
741462	DMIX5043
741465	DMIX5046
741467	DMIX5048
741468	DMIX5049
741466	DMIX5047
741473	DMIX5054
743896	DMIX5061
743700	DMIX5065

Lessor: FLEET CREDIT CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Lessee: MINNESOTA CORN PROCESSORS

By: x Richard Jorgenson

Name: x Richard Jorgenson

Title: x 15/30/95

-1 This is counterpart No. 1 of a total of 2 counterparts.  
Only counterpart No. 1 shall be considered chattel paper for purposes of the Uniform Commercial Code and a security interest may be perfected only by possession of counterpart No. 1.